

Exhibit D

Budget Plan¹

¹ Budgets are only provided for matters Proskauer actually billed time to in a given month. If no time was billed to a given matter during the month, no monthly budget has been provided for that matter

Exhibit D-1

Budget Plan for the Period of June 1, 2018 through June 30, 2018

PROJECT CATEGORY	TASK CODE	JUNE		JUNE	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
COFINA - General (33260/010 and 33260/027)					
Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants	201	0 – 10	\$0 - \$7,590	0.00	\$0.00
Legal Research	202	0 – 10	\$0 - \$7,590	0.10	\$75.90
Hearings and other non-filed communications with the Court	203	0 – 10	\$0 - \$7,590	0.00	\$0.00
Communications with Claimholders	204	0 – 10	\$0 - \$7,590	0.30	\$227.70
Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities	205	0 – 10	\$0 - \$7,590	0.00	\$0.00
Documents Filed on Behalf of the Board	206	0 – 10	\$0 - \$7,590	0.00	\$0.00
Non-Board Court Filings	207	0 – 10	\$0 - \$7,590	0.70	\$531.30
Stay Matters	208	0 – 10	\$0 - \$7,590	0.00	\$0.00
Adversary Proceeding	209	0 – 10	\$0 - \$7,590	0.00	\$0.00
Analysis and Strategy	210	0 – 10	\$0 - \$7,590	1.30	\$986.70
Non-Working Travel Time	211	0 – 10	\$0 - \$7,590	0.00	\$0.00
General Administration	212	0 – 10	\$0 - \$7,590	0.00	\$0.00
Labor, Pension Matters	213	0 – 10	\$0 - \$7,590	0.00	\$0.00
Legal/Regulatory Matters	214	0 – 10	\$0 - \$7,590	0.00	\$0.00
Plan of Adjustment and Disclosure Statement	215	10 – 20	\$7,590 - \$15,180	15.90	\$12,068.10
Confirmation	216	0 – 10	\$0 - \$7,590	0.00	\$0.00

PROJECT CATEGORY	TASK CODE	JUNE		JUNE	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
COFINA - General (33260/010 and 33260/027)					
Tax	217	0 – 10	\$0 - \$7,590	0.00	\$0.00
Employment and Fee Applications	218	10 – 20	\$7,590 - \$15,180	11.50	\$4,237.50
Appeal	219	0 – 10	\$0 - \$7,590	0.00	\$0.00
Fee Applications for Other Parties	220	0 – 10	\$0 - \$7,590	0.00	\$0.00
TOTALS		20 - 220	\$15,180 - \$166,980	29.80	\$18,127.20

Exhibit D-2

Budget Plan for the Period of July 1, 2018 through July 31, 2018

PROJECT CATEGORY	TASK CODE	JULY		JULY	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
COFINA - General (33260/010 and 33260/027)					
Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants	201	0 – 10	\$0 - \$7,590	0.00	\$0.00
Legal Research	202	0 – 10	\$0 - \$7,590	0.00	\$0.00
Hearings and other non-filed communications with the Court	203	0 – 10	\$0 - \$7,590	0.00	\$0.00
Communications with Claimholders	204	0 – 10	\$0 - \$7,590	0.50	\$379.50
Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities	205	0 – 10	\$0 - \$7,590	0.00	\$0.00
Documents Filed on Behalf of the Board	206	0 – 10	\$0 - \$7,590	0.00	\$0.00
Non-Board Court Filings	207	0 – 10	\$0 - \$7,590	0.00	\$0.00
Stay Matters	208	0 – 10	\$0 - \$7,590	0.00	\$0.00
Adversary Proceeding	209	0 – 10	\$0 - \$7,590	0.00	\$0.00
Analysis and Strategy	210	0 – 10	\$0 - \$7,590	0.30	\$227.70
Non-Working Travel Time	211	0 – 10	\$0 - \$7,590	0.00	\$0.00
General Administration	212	0 – 10	\$0 - \$7,590	0.00	\$0.00
Labor, Pension Matters	213	0 – 10	\$0 - \$7,590	0.00	\$0.00
Legal/Regulatory Matters	214	0 – 10	\$0 - \$7,590	0.00	\$0.00
Plan of Adjustment and Disclosure Statement	215	20 – 40	\$15,180 - \$30,360	40.10	\$30,435.90

PROJECT CATEGORY	TASK CODE	JULY		JULY	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
COFINA - General (33260/010 and 33260/027)					
Confirmation	216	10 – 20	\$7,590- \$15,180	10.20	\$7,741.80
Tax	217	0 – 10	\$0 - \$7,590	0.00	\$0.00
Employment and Fee Applications	218	10 – 20	\$7,590- \$15,180	18.00	\$6,825.70
Appeal	219	0 – 10	\$0 - \$7,590	0.00	\$0.00
TOTALS		40 - 240	\$30,360 - \$182,160	69.10	\$45,610.60

PROJECT CATEGORY	TASK CODE	JULY		JULY	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
COFINA - BNYM (33260/042 & 33260/942)					
Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants	201	0 – 10	\$0 – \$7,590	0.00	\$0.00
Legal Research	202	0 – 10	\$0 – \$7,590	0.00	\$0.00
Hearings and other non-filed communications with the Court	203	0 – 10	\$0 – \$7,590	0.00	\$0.00
Communications with Claimholders	204	0 – 10	\$0 – \$7,590	0.00	\$0.00
Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities	205	0 – 10	\$0 – \$7,590	0.00	\$0.00
Documents Filed on Behalf of the Board	206	0 – 10	\$0 – \$7,590	0.00	\$0.00
Non-Board Court Filings	207	0 – 10	\$0 – \$7,590	3.30	\$2,504.70
Stay Matters	208	0 – 10	\$0 – \$7,590	0.00	\$0.00
Adversary Proceeding	209	0 – 10	\$0 – \$7,590	0.00	\$0.00
Analysis and Strategy	210	0 – 10	\$0 – \$7,590	0.00	\$0.00
Non-Working Travel Time	211	0 – 10	\$0 – \$7,590	0.00	\$0.00
General Administration	212	0 – 10	\$0 – \$7,590	0.00	\$0.00
Labor, Pension Matters	213	0 – 10	\$0 – \$7,590	0.00	\$0.00
Legal/ Regulatory Matters	214	0 – 10	\$0 – \$7,590	0.00	\$0.00
Plan of Adjustment and Disclosure Statement	215	0 – 10	\$0 – \$7,590	0.00	\$0.00

PROJECT CATEGORY	TASK CODE	JULY		JULY	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
COFINA - BNYM (33260/042 & 33260/942)					
Confirmation	216	0 – 10	\$0 – \$7,590	0.00	\$0.00
Tax	217	0 – 10	\$0 – \$7,590	0.00	\$0.00
Employment and Fee Applications	218	0 – 10	\$0 – \$7,590	0.00	\$0.00
Appeal	219	0 – 10	\$0 – \$7,590	0.00	\$0.00
TOTALS		0 – 190	\$0 - \$144,210	3.30	\$2,504.70

Exhibit D-3

Budget Plan for the Period of August 1, 2018 through August 31, 2018

PROJECT CATEGORY	TASK CODE	AUGUST		AUGUST	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
COFINA - General (33260/010 and 33260/027)					
Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants	201	0 – 10	\$0 - \$7,590	0.10	\$75.90
Legal Research	202	0 – 10	\$0 - \$7,590	6.30	\$4,781.70
Hearings and other non-filed communications with the Court	203	0 – 10	\$0 - \$7,590	0.00	\$0.00
Communications with Claimholders	204	200 – 250	\$151,800 - \$189,750	251.50	\$187,245.80
Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities	205	0 – 10	\$0 - \$7,590	0.10	\$75.90
Documents Filed on Behalf of the Board	206	0 – 10	\$0 - \$7,590	0.00	\$0.00
Non-Board Court Filings	207	0 – 10	\$0 - \$7,590	1.10	\$834.90
Stay Matters	208	0 – 10	\$0 - \$7,590	0.00	\$0.00
Adversary Proceeding	209	0 – 10	\$0 - \$7,590	0.00	\$0.00
Analysis and Strategy	210	0 – 10	\$0 - \$7,590	4.20	\$3,187.80
Non-Working Travel Time	211	10 – 20	\$7,590 - \$15,180	10.20	\$7,741.80
General Administration	212	0 – 10	\$0 - \$7,590	0.00	\$0.00
Labor, Pension Matters	213	0 – 10	\$0 - \$7,590	0.00	\$0.00
Legal/Regulatory Matters	214	0 – 10	\$0 - \$7,590	0.00	\$0.00

PROJECT CATEGORY	TASK CODE	AUGUST		AUGUST	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
COFINA - General (33260/010 and 33260/027)					
Plan of Adjustment and Disclosure Statement	215	350 – 400	\$265,650 - \$303,600	366.00	\$273,702.20
Confirmation	216	0 – 10	\$0 - \$7,590	0.00	\$0.00
Tax	217	10 – 20	\$7,590 - \$15,180	17.00	\$12,903.00
Employment and Fee Applications	218	0 – 10	\$0 - \$7,590	0.00	\$0.00
Appeal	219	0 – 10	\$0 - \$7,590	0.00	\$0.00
Fee Application for Other Parties	220	0 – 10	\$0 - \$7,590	0.00	\$0.00
TOTALS		570 - 850	\$432,630 – \$645,150	656.50	\$490,549.00

Exhibit D-4

Budget Plan for the Period of September 1, 2018 through September 30, 2018

PROJECT CATEGORY	TASK CODE	SEPTEMBER 2018		SEPTEMBER 2018	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
COFINA - General (33260/010 and 33260/027)					
Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants	201	0 – 10	\$0 - \$7,590	2.80	\$2,125.20
Legal Research	202	0 – 10	\$0 - \$7,590	1.80	\$1,366.20
Hearings and other non-filed communications with the Court	203	0 – 10	\$0 - \$7,590	0.00	\$0.00
Communications with Claimholders	204	20 – 40	\$15,180 - \$30,360	25.00	\$17,727.50
Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities	205	0 – 10	\$0 - \$7,590	0.40	\$303.60
Documents Filed on Behalf of the Board	206	20 – 40	\$15,180 - \$30,360	25.60	\$19,430.40
Non-Board Court Filings	207	0 – 10	\$0 - \$7,590	0.00	\$0.00
Stay Matters	208	0 – 10	\$0 - \$7,590	0.00	\$0.00
Adversary Proceeding	209	0 – 10	\$0 - \$7,590	0.00	\$0.00
Analysis and Strategy	210	10 – 20	\$7590 - \$15,180	15.90	\$12,068.10
Non-Working Travel Time	211	0 – 10	\$0 - \$7,590	0.00	\$0.00
General Administration	212	0 – 10	\$0 - \$7,590	1.80	\$468.00
Labor, Pension Matters	213	0 – 10	\$0 - \$7,590	0.00	\$0.00
Legal/Regulatory Matters	214	0 – 10	\$0 - \$7,590	0.00	\$0.00

PROJECT CATEGORY	TASK CODE	SEPTEMBER 2018		SEPTEMBER 2018	
		EST. HOURS	EST. FEES	HOURS BILLED	FEES SOUGHT
COFINA - General (33260/010 and 33260/027)					
Plan of Adjustment and Disclosure Statement	215	500 – 550	\$375,500 - \$417,450	512.90	\$387,893.90
Confirmation	216	0 – 10	\$0 - \$7,590	0.00	\$0.00
Tax	217	200 – 250	\$151,800 - \$189,550	233.30	\$177,074.70
Employment and Fee Applications	218	0 – 10	\$0 - \$7,590	8.30	\$2,158.00
Appeal	219	0 – 10	\$0 - \$7,590	0.00	\$0.00
Fee Application for Other Parties	220	0 – 10	\$0 - \$7,590	0.00	\$0.00
TOTALS		750 – 1,050	\$569,250 – \$796,950	827.80	\$620,615.60

Exhibit D-5

Staffing Plan for the Compensation Period

Staffing Plan for the Compensation Period

Category of Timekeeper¹	Number of Timekeepers Expected to Work on The Matter During the Budget Period²	Average Hourly Rate³
Partners	14	\$759
Senior Counsel	1	\$759
Associates	15	\$759
Law Clerks	2	\$260
Paraprofessionals	4	\$260

¹ Attorney Practice Groups: BSGR&B, Tax, Labor & Employment, Litigation, and Corporate.

² The chart reflects Proskauer’s staffing plan for the designated period based on currently foreseeable activities. Actual staffing needs, including additional attorneys, may vary materially based on actual facts and circumstances arising in the designated period, including as a result of currently unanticipated disputes. The staffing plan currently includes attorneys from the Business Solutions, Governance, Restructuring & Bankruptcy Group; Tax; Labor & Employment; Litigation; and Corporate practice groups. The expertise of attorneys from other specialized areas is likely to be required during the course of these PROMESA cases.

³ In the ordinary course of business, the standard hourly billing rates for Proskauer professionals and paraprofessionals are adjusted annually as of the commencement of the firm’s fiscal year on November 1 to reflect economic and other conditions and apply to matters in and out of bankruptcy cases. Pursuant to the Appendix B Guidelines, “rate increases” “exclude annual ‘step increases’ historically awarded by the firm in the ordinary course to attorneys throughout the firm due to advancing seniority and promotion.” Appendix B Guidelines ¶ B.2.d, n.2. Annual step increases are awarded by Proskauer in the ordinary course throughout the firm on May 1. Proskauer’s November 25, 2016 engagement letter with the Oversight Board (a copy of which is available on the Oversight Board’s website at <https://oversightboard.pr.gov/documents/>) (the “Engagement Letter”) provides that Proskauer’s rates will be increased on January 1 (rather than on November 1) by the lower of the percentage rate increase announced as of November 1 and four percent. Because Proskauer’s fees under the Engagement Letter are a blended rate (currently \$759) for all attorneys and another, lower blended rate (currently \$260) for all paraprofessionals, no annual step increases will be applicable to the rates charged in this matter. As detailed in the Second Interim Application, Proskauer’s rates under the Engagement Letter increased from \$730 per hour for attorneys and \$250 per hour for paraprofessionals to \$759 per hour for attorneys and \$260 per hour for paraprofessionals on January 1, 2018, during the second interim compensation period. Rates have not increased during this Compensation Period.